

MAY 25 '06 4-36 PM

SURFACE TRANSPORTATION BOARD

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May 25, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of May 25, 2006. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Chase Equipment Leasing, Inc.  
1111 Polaris Parkway, Suite A3  
Columbus, OH 43065

Lessee:

High Sierra Transportation, LLC  
50 South Steele Street  
Denver, CO 80209

A description of the equipment covered by the Memorandum of Lease Agreement consists of 18 tank cars numbered GAPX 10000-10002, inclusive, 10004-10015, inclusive, and 10017-10019, inclusive.

Honorable Vernon A. Williams  
May 25, 2006  
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
118 Sunnymeadow Lane  
Reisterstown, MD 21136

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Chase Equipment Leasing, Inc., 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and High Sierra Transportation, LLC, 50 South Steele Street, Denver, CO 80209, covering 18 tank cars numbered GAPX 10000-10002, inclusive, 10004-10015, inclusive, and 10017-10019, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 26361 **RS**

MAY 25 '06

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of May 25, 2006

between

CHASE EQUIPMENT LEASING, INC.,  
as Lessor,

and

HIGH SIERRA TRANSPORTATION, LLC,  
as Lessee,

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## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 25, 2006, by and between CHASE EQUIPMENT LEASING, INC. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and HIGH SIERRA TRANSPORTATION, LLC ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

CHASE EQUIPMENT LEASING, INC.

By: [Signature]  
Name: Mary T. Short  
Title: Funding Manager

HIGH SIERRA TRANSPORTATION, LLC  
BY: HIGH SIERRA ENERGY OPERATING, LLC. its Manager  
BY: HIGH SIERRA ENERGY, LP, its Managing Member  
BY: HIGH SIERRA ENERGY GP, LLC, its General Partner

By: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF OHIO )  
COUNTY OF DELAWARE ) ss.

On this 29<sup>th</sup> day of March 2006, before me, Stacey Roth, the undersigned Notary Public, personally appeared Mary T. Short personally known to me to be the person who executed the within instrument as Funding Manager on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

[Signature]  
Notary Public

My commission expires:

March 11, 2009



STACEY R. ROTH  
Notary Public, State of Ohio  
My Commission Expires March 11, 2009



STATE OF Colorado

)

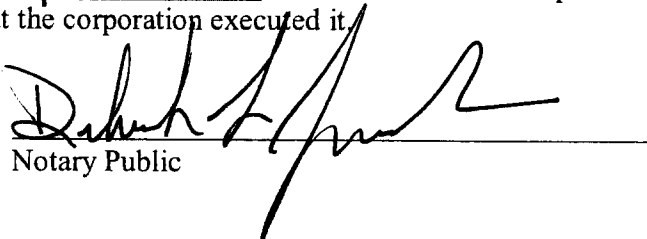
CITY OF Denver

) ss.

)

On this 23<sup>rd</sup> day of May 2006, before me, Dorah Jorschumb, the undersigned Notary Public, personally appeared Margorie A. Hagl, personally known to me to be the person who executed the within instrument as VP & CFO on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

  
Notary Public

My commission expires:

December 22, 2007

**EXHIBIT NO. 1**  
**TO MEMORANDUM OF LEASE AGREEMENT**

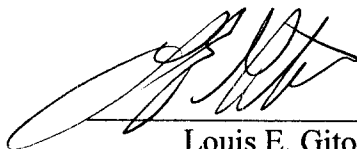
**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Eighteen tank cars numbered GAPX 10000-10002, inclusive, 10004-10015, inclusive, and 10017-10019, inclusive.



# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement, dated as of May 25, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
May 25, 2006